

RECEIVED
SURFACE TRANSPORTATION
BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

JUL 24 1 23 PM '98

RECORDATION NO. 21529 FILED

JUL 24 '98 1-23PM

July 24, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of July 22, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

| | |
|---------|---|
| Lessor: | Fleet Capital Corporation 50 Kennedy Plaza, 5 th Floor Providence, Rhode Island 02903-2305 |
| Lessee: | Calumet Lubricants Co., Limited Partnership 2780 Waterfront Parkway East Drive Suite 200 Indianapolis, Indiana 46214 |

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached to the Lease Agreement.

Betty Graham
Calumet Lubricants

Mr. Vernon A. Williams
July 24, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures



50 Kennedy Plaza; 5th Floor
Providence, Rhode Island 02903-2305

RECORDATION NO. 21529 FILED

MAR 24 1998

1.23 PM

FILED AND RECORDED

on: _____
at: _____
and given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of March 27, 1998 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Calumet Lubricants Co., Limited Partnership, an Indiana corporation ("Lessee"), as such agreement related to Lease Schedule Nos. 32591-00001 and 32591-00002 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Fifty (50) 29,188 Gallon, Coiled & Insulated Tank RailCars. Model #30-292-5 Railcars bearing the Reporting Marks/Running Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: _____

Lessor:
Fleet Capital Corporation

By: Michael P. Marinelli

Name: **MICHAEL P. MARINELLI**

Title: **Assistant Vice President**

Lessee:
Calumet Lubricants Co., Limited Partnership
By its General Partner, Calumet, Incorporated

By: F.W. Grube

Name: **F.W. GRUBE**

Title: **PRES.**



SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement


With: Calumet Lubricants Co., Limited Partnership (32591-00001)

Depreciable Life: Seven (7) Years

| Quantity | Model | Description | Railmarks |
|----------|----------|---|---|
| 25 | 30-292-5 | Vendor: Trinity Industries, Inc. Location (01) 29,188 Gallon Coiled/Insulated Tank Railcars | CLIX 298000 CLIX 298001 CLIX 298002 CLIX 298003 CLIX 298004 CLIX 298005 CLIX 298006 CLIX 298007 CLIX 298008 CLIX 298009 CLIX 298010 CLIX 298011 CLIX 298012 CLIX 298013 CLIX 298014 CLIX 298015 CLIX 298016 CLIX 298017 CLIX 298018 CLIX 298019 CLIX 298020 CLIX 298021 CLIX 298022 CLIX 298023 CLIX 298024 |

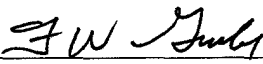
WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: 
Name: MICHAEL P. MARINELLI
Title: Assistant Vice President

CALUMET LUBRICANTS CO.,
LIMITED PARTNERSHIP

By its General Partner, Calumet, Incorporated

By: 
Name: F. W. GRUBE
Title: PRES



**SCHEDULE A
EQUIPMENT**

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement

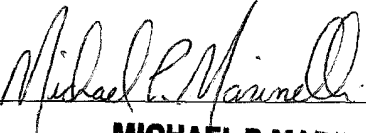
With: Calumet Lubricants Co., Limited Partnership (32591-00002)

Depreciable Life: Seven (7) Years

| Quantity | Model | Description | Railmarks |
|----------|----------|---|---|
| 25 | 30-292-5 | Vendor: Trinity Industries, Inc. Location (01) 29,188 Gallon Coiled/Insulated Tank Railcars | CLIX 298025 CLIX 298026 CLIX 298027 CLIX 298028 CLIX 298029 CLIX 298030 CLIX 298031 CLIX 298032 CLIX 298033 CLIX 298034 CLIX 298035 CLIX 298036 CLIX 298037 CLIX 298038 CLIX 298039 CLIX 298040 CLIX 298041 CLIX 298042 CLIX 298043 CLIX 298044 CLIX 298045 CLIX 298046 CLIX 298047 CLIX 298048 CLIX 298049 |

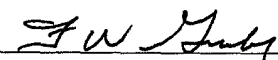
WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: 
Name: **MICHAEL P. MARINELLI**
Title: **Assistant Vice President**

**CALUMET LUBRICANTS CO.,
LIMITED PARTNERSHIP**

By its General Partner, Calumet, Incorporated

By: 
Name: **F.W. GRUBE**
Title: **PRES**

STATE OF: Indiana

SS.

COUNTY OF: Marion

On July 7, 1998 before me, Rhonda Alford, Admin. Asst.
(Notary Name and Title)

personally appeared F.W. Grube personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Rhonda M Alford

RHONDA M ALFORD
NOTARY PUBLIC STATE OF INDIANA
JOHNSON COUNTY
MY COMMISSION EXP. NOV. 14, 2001

(Notary Seal)

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On July 22, 1998 before me, Donna Daniel Contract Admin
(Notary Name and Title)

personally appeared Michael P. Marinelli personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Donna Daniel

(Notary Seal)

expires 3-29-01